

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

**FIRST
UNION®**

October 6, 1999

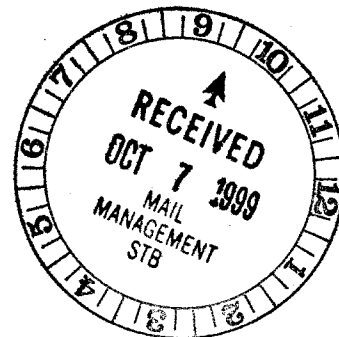
Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. **22461**

FILED

OCT 18 '99

9-30AM



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 1, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

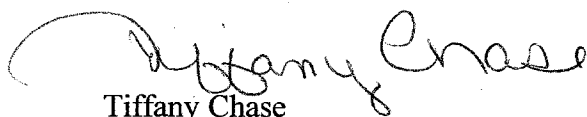
Lessee: Cascade Warehouse, Inc.
1625 Front Street N.E.
Salem, OR 97303

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,



Tiffany Chase
Manager of Documentation

Enclosures

(CAWI003)

EXHIBIT A
to
RIDER NO. 3

RECORDATION NO.

FILED

OCT 18 '99

9-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of September, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CASCADE WAREHOUSE, INC. ("Lessee"), an Oregon corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of December 23, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 5, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski
Name: K. A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 1st day of September, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of September,
1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)

LESSEE:

CASCADE WAREHOUSE, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: Scott W Cantonwine
Name: Scott W Cantonwine
Title: President

Executed on this ____ day of _____, 1999.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Marion

I, Georjan Bridger, a Notary Public of the County and State aforesaid, certify that Scott W Cantonwine personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of September, 1999.

Georjan Bridger
Notary Public

My Commission Expires:

8-4-2003
(Notary Public)



**EXHIBIT A
TO
MEMORANDUM OF LEASE**

DESCRIPTION OF CARS: Thirty-five (35) 73' Centerbeam Flat Cars

CAR NUMBERS: See below:

NOKL 730940
NOKL 730943
NOKL 730944
NOKL 730945
NOKL 730946
NOKL 730947
NOKL 730948
NOKL 730949
NOKL 730950
NOKL 730951
NOKL 730953
NOKL 730957
NOKL 730960
NOKL 730962
NOKL 730964
NOKL 730965
NOKL 730966
NOKL 730967
NOKL 730969
NOKL 730972
NOKL 730973
NOKL 730975
NOKL 730977
NOKL 730978
NOKL 730980
NOKL 730982
NOKL 730983
NOKL 730984
NOKL 730985
NOKL 730987
NOKL 730990
NOKL 730991
NOKL 730993
NOKL 730997
NOKL 730999

Count: 35